

DEGIORGIO KENNETH D
Form 4
March 05, 2010

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
DEGIORGIO KENNETH D

(Last) (First) (Middle)

1 FIRST AMERICAN WAY

(Street)

SANTA ANA, CA 92707

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FIRST AMERICAN CORP [FAF]

3. Date of Earliest Transaction
(Month/Day/Year)
03/03/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/03/2010 | | A | | 19,620 | A | \$ 0 |
| Common Stock | 03/04/2010 | | F(1) | | 1,956 | D | \$ 31.81 |
| Common Stock | 03/05/2010 | | F(1) | | 634 | D | \$ 31.95 |
| Common Stock | | | | | | I | 114.102 |

By 401(k) Plan Trust (6)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Employee Stock Option (Right to Buy) | \$ 26.35 | | | | | 03/12/2004 ⁽⁷⁾ 03/12/2013 | Common Stock | 4,500 |
| Employee Stock Option (Right to Buy) | \$ 26.35 | | | | | 04/01/2004 ⁽⁸⁾ 04/01/2013 | Common Stock | 4,500 |
| Employee Stock Option (Right to Buy) | \$ 47.49 | | | | | 12/08/2006 ⁽⁹⁾ 12/08/2015 | Common Stock | 20,000 |
| Employee Stock Option (Right to Buy) | \$ 37.29 | | | | | 11/18/2009 06/04/2013 | Common Stock | 28,999 |
| Employee Stock Option (Right to Buy) | \$ 31.73 | | | | | 11/18/2009 12/22/2013 | Common Stock | 14,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DEGIORGIO KENNETH D 1 FIRST AMERICAN WAY SANTA ANA, CA 92707 | | | Senior Vice President | |

Signatures

/s/ Stacy S. Rentner, Attorney-in-Fact for Kenneth D.
DeGiorgio

03/05/2010

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Payment of tax liability by withholding securities incident to the vesting of restricted stock units.

(2) Includes 19,620 shares acquired pursuant to a grant of restricted stock units vesting in five equal annual increments commencing 3/3/11, the first anniversary of the grant.

(3) Includes 11,011 unvested restricted stock units (including shares acquired through automatic dividend reinvestment) acquired pursuant to a grant of 13,346 restricted stock units, vesting in five equal annual increments commencing 3/4/10, the first anniversary of the grant.

(4) Includes 7,773 unvested restricted stock units (including shares acquired through automatic dividend reinvestment) acquired pursuant to a grant of 12,121 restricted stock units, vesting in five equal annual increments commencing 3/4/09, the first anniversary of the grant.

(5) Includes 3,480 unvested restricted stock units (including shares acquired through automatic dividend reinvestment) acquired pursuant to a grant of 7,972 restricted stock units, vesting in five equal annual increments commencing 3/5/08, the first anniversary of the grant.

(6) Amount shown consists of shares contributed by issuer as company match, shares purchased for my account and shares acquired through automatic reinvestment of dividends paid as reported in most recent account statement in transactions exempt under rules 16a-3(f)(1)(i)(B) and 16b-3(c).

(7) The option vests in five equal annual increments commencing 3/12/04, the first anniversary of the grant.

(8) The option vests in five equal annual increments commencing 4/1/04, the first anniversary of the grant.

(9) The option vests in five equal annual increments commencing 12/8/06, the first anniversary of the grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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